

Affidavit of Matthew W. Brown

STATE OF WEST VIRGINIA
COUNTY OF KANAWHA, to-wit:

Before me, the undersigned authority, this day personally appeared Matthew W. Brown, who, being by me first duly sworn, deposed and said:

1. My name is Matthew W. Brown. I am employed by the Department of Administration of the State of West Virginia as Manager of the Communications Center for the Information Services and Communications Division (IS&C). I am authorized to make this affidavit, and have knowledge of the matters set forth in this affidavit either by virtue of my own personal knowledge or by virtue of my review of the records maintained in the regular course of business by the State of West Virginia.

2. As the Manager of the IS&C Communications Center for the Department of Administration, I am responsible for securing backbone facilities, including intraLATA, interLATA and Interstate facilities, to meet the needs of the State of West Virginia's Unified Enterprise Telecommunications Network (SUN).

3. The bandwidth requirements of the SUN are increasing dramatically and are becoming vital in the State's delivery of services to its citizens. This is due to the deployment of statewide networks for departments of state government, higher education and public schools, the addition of new data and video applications (e.g., distance learning and remote video court proceedings) and the tremendous growth statewide in Internet usage.

4. The State of West Virginia's SUN backbone currently serves as the delivery system for Internet access for the K-12 public education system, public libraries, West Virginia higher education institutions and state government employees. The West Virginia Network for Educational Telecomputing (WVNET) currently has one Internet Access Point (IAP) in West Virginia, located at Morgantown, West Virginia.

5. WVNET currently connects to the Internet via a DS3 facility (using 22 Mbps bandwidth) leased from UUNET, an InterExchange Carrier (IXC). This connection serves all West Virginia enterprise Internet traffic. In late 1997, WVNET released Request For Proposal #26181, requesting DS3 dedicated Internet service (or higher) via a dual IAP arrangement. On January 16, 1998, Bell Atlantic Internet Solutions (BAIS) was notified that it was selected as the successful respondent to that RFP. Since that time, ICON (BAIS's Global Service Provider) has been unable to locate any IXC willing and able to provide DS3 facilities to connect WVNET's Morgantown, West Virginia IAP to any major Internet Network Access Points. This is, I am advised, despite repeated requests to all backbone facilities-based providers, as well as resellers and agents. ICON also experienced several roadblocks before finally securing an IXC to provide DS3 facilities from the proposed Charleston IAP.

6. My recent backbone facility requests to IXC's have been met with schedule delays and facility shortages. Two examples of this are cited below.

DS1 from Charleston, West Virginia, to Bluefield, West Virginia:

Ordered: 1-31-1997

Date Due: 3-1-1997

Date Established: 3-26-1997

DS1 from turn-up on a DS3: Charleston, West Virginia, to Clarksburg, West Virginia:

Ordered: 1-7-1997

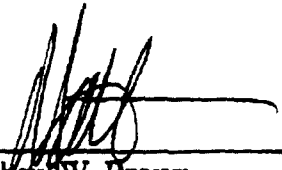
Date Due: 1-20-1997

Date Established: 2-7-1997

Service establishment dates fell outside of the contracted intervals for service as indicated by the due dates. In both cases, a lack of network facilities on the part of the IXC's was the stated cause for the missed due date. In my experience, the State of West Virginia has not received deployment, on a reasonable and timely basis, for advanced telecommunications capability on an InterLATA order and for connections to the Internet backbone.

7. Operational plans of WVNET, the State of West Virginia and its user departments are being delayed by the inability and/or slow response of IXC's in meeting our state's telecommunications needs, both long and short range.

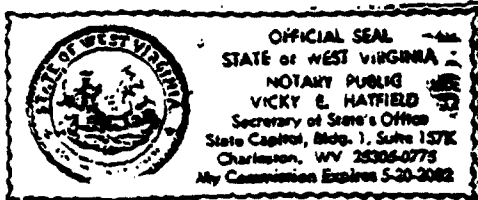
And further affiant sayeth not.


Matthew W. Brown
Manager, IS&C Communications Center
West Virginia Department of Administration

Taken, sworn to and subscribed before me this 5th day of May, 1998.

My commission expires:

5-20-2002




NOTARY PUBLIC

DECLARATION OF CHARLES T. EDWARDS

My name is Charles T. Edwards. I am employed by Bell Atlantic Internet Solutions (BAIS) as Manager of Network Implementation. I am responsible for securing BAIS's transmission facilities and for oversight over BAIS' Global Service Provider (GSP) who provides interLATA services and backbone connections to meet the needs of Bell Atlantic Internet Solutions Inc. customers.

Bell Atlantic Internet Solutions Inc. provides retail, wholesale and private network Internet access to residential business, and government customers, and web-site management and intranet services to our commercial and government customers.

Bell Atlantic Internet Solutions Inc. was contracted by West Virginia Network for Educational Telecomputing (WVNET), a state agency, to provide certain high capacity Internet connections to support the State of West Virginia's high speed statewide data network. The network supports in-state data communications for higher education, state and local government agencies as well as interstate Internet access. The State of West Virginia also intended that K-12 public schools and public libraries would use the network for Internet access.

Bell Atlantic Internet Solutions Inc. and the GSP have been stonewalled in their efforts to obtain the bandwidth needed by the State of West Virginia. None of the National Backbone operators contacted has yet provided the requested connections. When contacted, each one claims to have no capacity available. Bell Atlantic - West Virginia is in the process establishing a very fast ATM-based backbone intraLATA network in West Virginia, but the refusal of the backbone providers to give the GSP, Bell Atlantic and the State of West Virginia the connectivity we need has harmed the state's citizens.

The events and timeline for our attempts to get high bandwidth capacity out of the state of West Virginia follow:

October 1997 – Bell Atlantic Internet Services Inc. requested the GSP to order DS3 bandwidth from both Charleston and Clarksburg LATAs.

November 1997 - The GSP placed orders with all of the largest carriers including Worldcom, Sprint, MCI, and AT&T. Each reported that they have no bandwidth available.

December 1997 - The GSP contracted with Atlantic Media for a DS3 from Charleston to Richmond. The GSP also had a confirmed contract with Atlantic Media for service from the Clarksburg LATA to Pittsburgh but this contract fell through due to lack of bandwidth.

January 1998 – Bell Atlantic Internet Solutions Inc. contacted Intermedia on behalf of the GSP and found no bandwidth available from either lata.

February 1998 - BAIS contacted Sprint and MCI on behalf of the GSP and found no bandwidth available from either lata.

March and April 1998 - GSP continued to work with 2nd tier carriers including GST, Intermedia, American Telesis, AEP, IXC and ABNS. To date, no bandwidth out of the Clarksburg LATA has been identified from those carriers.


April 1998 - BAIS and the GSP turned up the Atlantic Media DS3 service out of the Charleston lata. The interLATA portion of that circuit is provided by Valkeynet (a local power company subsidiary).

May 1998 - Bell Atlantic Internet Solutions continues to work with the GSP and all carriers in attempts to secure bandwidth out of the Clarksburg LATA. We await a confirmation of facilities from ABNS.

I and my staff have been persistent in monitoring this quest for bandwidth and have done everything which could be reasonably expected to secure the Internet connection needed. I believe, based on my contacts with the GSP, that their efforts have been likewise thorough and aggressive in pursuit of serving the customers of the West Virginia state data network.

The evident lack of facilities and of carriers willing and able to remedy the shortage is the sole problem hampering our ability to deliver on our commitments to Bell Atlantic of West Virginia and their client, the State of West Virginia.

I do declare that the foregoing is true and correct to the best of my knowledge.


Charles T. Edwards
Manager
Bell Atlantic Internet Solutions Inc.

May 6, 1998

Bell Atlantic Leads in Fiber Mile Deployment

Bell Atlantic has deployed more fiber miles than AT&T, MCI, Sprint and Qwest combined, and if current trends hold true will continue to outpace the combined efforts of the rest by the end of 1999, as the following table illustrates:

	Bell Atlantic	Qwest	AT&T	MCI	Sprint
EOY 1994	3,031,400		1,141,600	525,000	467,200
EOY 1995	3,433,900		1,179,100	597,400	467,200
EOY 1996	3,826,000		1,259,000	655,400	468,700
EOY 1997	4,391,837		1,335,414	743,149	469,202
EOY 1998	5,041,356		1,416,466	842,647	469,704
EOY 1999	5,786,935	781,680	1,502,437	955,465	470,206

The estimates for 1997-1999 fiber deployment (exclusive of Qwest) were derived by using the average annual growth rates from the latest three available years (1994-1996) of Commission statistics. FCC, Fiber Deployment Update, End of Year 1996, at Tables 2, 6.

The Qwest fiber mile estimates come from a recent press release. "Qwest Lights Network to Cleveland," Qwest Press Release, March 4, 1998.